



**ADIANT PLC
BOARD OF DIRECTORS
CORPORATE GOVERNANCE COMMITTEE**

CHARTER

Mission Statement

The Corporate Governance Committee (the “Committee”) is appointed by the Board of Directors (the “Board”) of Adient plc (the “Company”) to assist the Board with a broad range of issues surrounding the size, composition and operation of the Board, including identifying individuals qualified to serve on the Board and its committees; developing, annually reviewing and recommending to the Board the Corporate Governance Guidelines and ethics policies applicable to the Company; leading the annual performance review of the Board and its committees; and monitoring and advising the Board on other matters relating to the governance of the Company.

Organization

The Committee is a standing committee of the Board composed of not less than three independent directors. Each member of the Committee must be independent as defined by the requirements of the New York Stock Exchange and the Company’s Corporate Governance Guidelines. The members shall be appointed to the Committee by the Board, on the recommendation of the Committee, annually or as necessary to fill vacancies in the interim. The Board shall designate one member of the Committee as Chair. Committee members may be replaced by the Board.

Meetings

The Committee shall hold meetings as frequently as the Committee deems necessary, but not less than twice per year. A majority of the members of the Committee shall constitute a quorum for all purposes and the act of a majority of the members present at any meeting at which a quorum is present shall be the act of the Committee. The Committee Chair shall preside at each meeting. In the event the Committee Chair is not present at a meeting, the Committee members present at that meeting shall designate one of its members as the acting chair of such meeting. The Committee shall maintain minutes of its meetings and records relating to those meetings and its activities. The Committee shall also report regularly to the Board regarding its activities.

Duties

The following duties are set forth as a guide with the understanding that the Committee may diverge from this guide in accordance with applicable law, and that the Committee shall perform such other functions that may from time to time be assigned to it by the Board:

A. Board and Committee Membership and Management

1. Director Qualifications and Criteria: Determine qualifications, qualities, skills and other expertise required to be a director and develop, and recommend to the Board, guidelines and criteria to be considered in selecting director nominees.

2. Director Candidate Identification and Evaluation: Establish processes for identifying and evaluating individual director candidates consistent with the guidelines and criteria approved by the Board, including individuals recommended by shareholders pursuant to

procedures set forth in the Company's Articles of Association and other corporate governance policies.

3. Director Nominee Selection: Recommend qualified individuals to the Board to become the Company's slate of director nominees at the annual general meeting, and recommend qualified individuals to fill any vacancies on the Board or newly created directorships, as necessary or appropriate.

4. Board Size and Composition: Consider, and recommend to the Board, the size and composition of the Board. The Board should be composed of qualified individuals who reflect a diversity of experience, gender, race, ethnicity, and age.

5. Director Independence and Financial Expertise: Develop, and recommend to the Board, standards for director independence and financial expertise consistent with the requirements of the New York Stock Exchange and other legal or regulatory requirements and review and assess these standards on a periodic ongoing basis. Evaluate, and make recommendations to the Board regarding, the independence of the Board's members. Evaluate, and make recommendations to the Board regarding, the financial expertise of the members of the Audit Committee.

6. Committee Structure and Composition: Review the Board's committee structure and composition and make recommendations to the Board regarding the appointment of directors to annually serve as members of each committee and as committee chairs.

7. Lead Director: Identify and review the qualifications of, and recommend to the other independent directors, the independent director to be designated as Lead Director, if applicable.

8. Director Onboarding and Education: Oversee the Company's onboarding and orientation program for new directors and periodically review, and inform the Board regarding, director education opportunities.

9. Board Succession: Periodically review the Board's succession guidelines and make recommendations to the Board, as necessary or appropriate.

10. Sustainability: The Committee shall oversee the Company's environmental, social and governance ("ESG") strategies, initiatives, policies and practices, as well as the Company's public disclosures of ESG matters.

B. Corporate Governance Management

1. Corporate Governance Review: Review issues, trends and developments relating to corporate governance, and the corporate governance practices and policies of the Company, and make recommendations to the Board regarding potential changes to the corporate governance policies and practices to ensure the Company's leadership in this area.

2. Corporate Governance Guidelines: Establish, and oversee compliance with, the Company's Corporate Governance Guidelines and, at least annually, review such guidelines and report the results of such review and any recommended updates to the Board.

3. Charters: Review and assess the adequacy of this Charter and the Lead Director Charter annually and recommend any proposed changes to the Board.
4. Articles of Association: Review, and recommend to the Board, proposed changes to the Company's Articles of Association, as necessary or appropriate.
5. Shareholder Proposals: Review, and recommend to the Board, the appropriate response to shareholder proposals submitted to the Company.
6. Director and Officer Liability Insurance: Annually review the Company's director and officer liability insurance and recommend changes to the Board, as necessary or appropriate.
7. Executive Sessions: Consider, and recommend to the Board, matters related to executive sessions of non-management directors, including how often such meetings should occur, and the procedures that should be established to allow shareholders or other interested parties to communicate with the director presiding over such meetings or the non-management directors as a group.
8. Ethics Policy: Oversee the Company's ethics policy and review any potential violations of the ethics policy referred to the Committee. Annually review the program for implementing and monitoring compliance with the ethics policy, including the procedures in place to educate employees regarding such policy. Periodically review updates from management regarding the annual ethics certification and training process. Periodically review the ethics policy and recommend changes to the Board, as necessary or appropriate. Consider requests for waivers of, or exceptions to, the Company's ethics policy and make recommendations to the full Board.
9. Shareholder Communication: Oversee and monitor shareholder relations and communications with the Board.
10. Outside Directorships: Review and approve, as appropriate, requests from directors prior to the director accepting an invitation to serve on another public company's board of directors.
11. Director Compensation: Review, and recommend to the Board, the overall compensation program for directors, including Board, committee member and chair retainers, Board Chair and/or Lead Director compensation (if applicable), perquisites, deferred compensation, equity or other incentive plans, and retirement plans.
12. Ordinary Share Ownership Guidelines – Non-Management Directors: Establish, and monitor compliance with, the Company's ordinary share ownership guidelines for non-management directors. Periodically compare the Company's ownership guidelines for non-management directors with the guidelines established by comparable public companies, and make changes as necessary or appropriate.

C. Evaluations

1. Board and Committee: Coordinate and conduct the annual self-evaluation of the structure, organization, policies, performance and effectiveness of the Board and its committees. Report such findings to the Board.

2. Director Nominee Evaluations: Develop a process and form of evaluation for use in evaluating director nominees and conduct such an evaluation prior to any director's nomination for reelection to serve on the Board.

3. Committee Performance Evaluation: Conduct an annual evaluation of the Committee's performance, and report the results of the evaluation to the Board.

Outside Advisors

The Committee shall have the sole authority and discretion, to retain and obtain the advice of, set compensation and retention terms for, and terminate its own independent advisors, including external legal, accounting or other advisors or any search firm to be used to identify director candidates, and shall be directly responsible for the oversight of the work of any advisor retained by the Committee to assist it in the performance of its duties. The Company shall provide for appropriate funding, as determined by the Committee, for payment of reasonable compensation to any advisor retained by the Committee, as well as for the ordinary administrative expenses that the Committee determines are necessary or appropriate to carry out its duties.

Delegation

The Committee shall have the authority to delegate any of its responsibilities, including decision-making authority and administrative acts, along with the authority to take action in relation to such responsibilities, to one or more subcommittees formed in accordance with the Company's Memorandum and Articles of Association and applicable law or the management of the Company, as the Committee may deem appropriate in its sole discretion.

Effective: November 18, 2021